

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

RICHARD BERDAN, Derivatively on Behalf  
of KENVUE INC.,

Plaintiff,

vs.

JOHNSON & JOHNSON, THIBAUT  
MONGON, PAUL RUH, HEATHER  
HOWLETT, RICHARD E. ALLISON, JR.,  
PETER M. FASOLO, TAMARA S.  
FRANKLIN, SEEMANTINI GODBOLE,  
MELANIE L. HEALEY, BETSY D.  
HOLDEN, LARRY MERLO, VASASNT  
PRABHU, MICHAEL E. SNEED, and  
JOSEPH J. WOLK,

Defendants,

and,

KENVUE INC.,

Nominal Defendant.

SUSAN K. WILSON AND JESSICA  
BRUCKNER, Derivatively on Behalf of  
KENVUE INC.,

Plaintiffs,

vs.

THIBAUT MONGON, PAUL RUH,  
HEATHER HOWLETT, RICHARD E.  
ALLISON, JR., PETER M. FASOLO,  
TAMARA S. FRANKLIN, SEEMANTINI  
GODBOLE, VASANT PRABHU, BETSY D.  
HOLDEN, MELANIE L. HEALEY, LARRY  
MERLO, MICHAEL E. SNEED, JOSEPH J.  
WOLK, and JOHNSON & JOHNSON,

Case No. 3:24-cv-00108-ZNQ-JBD

**STIPULATION AND ORDER  
CONSOLIDATING CASES AND  
APPOINTING CO-LEAD COUNSEL**

Case No: 3:24-cv-00307-ZNQ-JBD

Defendants,

And

KENVUE INC.,

Nominal Defendant.

JOHN KAO and ANDREY GYUROV,  
derivatively on behalf of KENVUE INC.,

Plaintiffs,

vs.

JOHNSON & JOHNSON, THIBAUT  
MONGON, PAUL RUH, HEATHER  
HOWLETT, RICHARD E. ALLISON, JR.,  
PETER M. FASOLO, TAMARA S.  
FRANKLIN, SEEMANTINI GODBOLE,  
MELANIE L. HEALEY, BETSY D.  
HOLDEN, LARRY MERLO, VASANT  
PRABHU, MICHAEL E. SNEED, and  
JOSEPH J. WOLK,

Defendants,

and

KENVUE INC.,

Nominal Defendant.

Case No.: 3:24-cv-00482- ZNQ-JBD

WHEREAS, on January 5, 2024, Plaintiff Richard Berdan (“Berdan”) filed a shareholder derivative action in this Court seeking to bring claims on behalf of Nominal Defendant Kenvue Inc. (“Kenvue” or the “Company”) alleging breaches of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets against Defendants Johnson & Johnson, Thibaut Mongon, Paul Ruh, Heather Howlett, Richard E. Allison, Jr., Peter M. Fasolo,

Tamara S. Franklin, Seemantini Godbole, Melanie L. Healey, Betsy D. Holden, Larry Merlo, Vasant Prabhu, Michael E. Sneed, and Joseph J. Wolk, captioned *Berdan v. Johnson & Johnson, et al.*, Civil Action No.: 3:24-cv-00108 (D.N.J.) (the “*Berdan Action*”);

**WHEREAS**, on January 18, 2024, Plaintiffs Susan K. Wilson (“Wilson”) and Jessica Bruckner (“Bruckner”) filed a shareholder derivative action in this Court seeking to bring claims on behalf of Nominal Defendant Kenvue alleging breaches of fiduciary duty, aiding and abetting breach of fiduciary duty, gross mismanagement, waste of corporate assets, unjust enrichment, and violations of the Securities Exchange Act of 1934 against the same defendants as the *Berdan Action*, captioned *Wilson, et al., v. Mongon, et al.*, Civil Action No.: 2:24-cv-00307 (D.N.J.) (the “*Wilson Action*”);

**WHEREAS**, on January 26, 2024, Plaintiffs John Kao (“Kao”) and Andrey Gyurov (“Gyurov”) filed a shareholder derivative action in this Court seeking to bring claims on behalf of Nominal Defendant Kenvue alleging breaches of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets against the same defendants as the *Berdan Action* and the *Wilson Action*, captioned *Kao et al v. Johnson & Johnson et al*, Civil Action No.: 3:24-cv-00482 (D.N.J.) (the “*Kao Action*”);

**WHEREAS**, Plaintiffs Berdan, Wilson, Bruckner, Kao, and Gyurov (collectively, “Plaintiffs”) and Defendants (together with Plaintiffs, the “Parties”) in the *Berdan Action*, *Wilson Action*, and *Kao Action* (collectively, the “Derivative Actions”) agree that there is substantial overlap between the facts and circumstances alleged in the Derivative Actions, including the claims Plaintiffs seek to bring on behalf of Nominal Defendant Kenvue and the damages and other relief sought;

**WHEREAS**, Plaintiffs have conferred and agree that the Derivative Actions contain substantially similar factual and legal contentions and that the administration of justice would be best served by consolidating the Derivative Actions as set forth herein;

**ACCORDINGLY, IT IS HEREBY STIPULATED AND AGREED** as follows:

1. Defendants hereby accept service of the complaints filed in the Derivative Actions.
2. The above-captioned actions are to be consolidated for all purposes including trial, under Case No. 3:24-cv-00108, (collectively the "Consolidated Action"), and shall bear the following caption:

IN RE KENVUE, INC. DERIVATIVE LITIGATION	Case No.: 3:24-cv-00108
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3. All papers filed in connection with the Consolidated Action need only be filed in Case No.: 3:24-cv-00108. **The Clerk's Office is instructed to mark the member actions CLOSED.**

4. This Order shall apply to any derivative action on behalf of Kenvue subsequently filed in or transferred to the United States District Court for the District of New Jersey that relates to the same subject matter as the Consolidated Action. Any such subsequently filed action shall be automatically consolidated into this action.

5. The law firms Gainey McKenna & Egleston and The Brown Law Firm, P.C. are appointed Co-Lead Counsel in the Consolidated Action.

6. Co-Lead Counsel shall have sole authority to:

- a. determine and present (in briefs, oral argument, or such other fashion as may be appropriate, personally or by a designee) to the Court and opposing parties the position of the Plaintiffs on all matters arising during pretrial proceedings;

- b. coordinate the initiation and conduct of discovery on behalf of Plaintiffs consistent with the requirements of the Federal Rules;
- c. conduct settlement negotiations on behalf of Plaintiffs;
- d. delegate specific tasks to other counsel in a manner to ensure that pretrial preparation for the Plaintiffs is conducted efficiently and effectively;
- e. enter into stipulations and/or agreements with opposing counsel as necessary for the conduct of the litigation;
- f. monitor the activities of all counsel to ensure that schedules are met and unnecessary expenditures of time and funds are avoided; and
- g. perform such other duties as may be incidental to the proper coordination of Plaintiffs' pretrial activities or authorized by further order of the court.

7. The Parties shall meet and confer and submit a proposed schedule to the Court within sixty (60) days of entry of this Order. Defendants are not required to answer or otherwise respond to the respective complaints filed in the Consolidated Action until the deadline set forth in the Court's order on the Parties' proposed schedule. **The Clerk's Office is instructed to ADMINISTRATIVELY TERMINATE the consolidated matter pending submission of the parties' proposed schedule.**

Dated: February 12, 2024

**THE BROWN LAW FIRM, P.C.**

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*Counsel for Plaintiffs Wilson  
and Bruckner*

SO ORDERED: February 14, 2024

  
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ZAHID N. QURAISHI, U.S.D.J.